



# বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন

জীবন বীমা টাওয়ার (১৫, ১৬, ১৭ ও ২১তম তলা), ১০ দিলকুশা বা/এ, ঢাকা-১০০০, বাংলাদেশ।

## NOTIFICATION

18 December 2014

No. SEC/CMRRCD/2009-193/164/Admin/-----: Whereas, the Bangladesh Securities and Exchange Commission deems it fit that the consent already accorded by the Commission, or to be accorded by it in future, to the issue of capital in Bangladesh, or public offer of securities for sale should be subject to certain further conditions in the interest of investors and the capital market;

Now, therefore, in exercise of the power conferred by section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969), the Commission hereby imposes the following further conditions to the consent already accorded by it, or to be accorded by it in future, to the issue of capital in Bangladesh, or public offer of securities for sale, namely:-

### 1. Conditions for issue of capital

- (1) No company and/or its sponsors, directors, employees or appointed agents shall approach to or take share money deposit from any person, other than existing shareholders, for subscribing shares of the company, before obtaining consent for raising of capital from the Commission complying applicable securities laws.
- (2) If any existing sponsor or director of any company transfers any share to any person, other than existing shareholders, within preceding 12 (twelve) months of submitting any application for raising of capital or initial public offering (IPO), all shares held by those transferee shareholders shall be subject to a lock-in period of 3 (three) years from the date of issuance of prospectus for IPO.
- (3) Fund raised against allotment of shares or in the form of share money deposit shall be deposited in a separate bank account:



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Provided that all amounts more than Tk.5.00 (five) lac shall be deposited through account payee cheques or payment orders.

## 2. Conditions for rights issue

- (1) No issuer of a listed security shall take decision to issue rights shares within 2 (two) years from the date of publication of prospectus for IPO and before full utilization of fund raised through IPO or previous rights issue or repeat public offering (RPO), as the case may be.
- (2) If any security of a company was delisted from any stock exchange and/or traded through over-the-counter (OTC) and again gets listed with any stock exchange, issuer of that security shall not take decision to issue rights shares before completion of 03 (three) financial years after the re-listing.

## 3. Condition for IPO

No issuer of a listed security shall utilize more than 1/3 (one-third) of the fund raised through IPO for the purpose of loan repayment.

By order of the Bangladesh Securities and Exchange Commission

Prof. Dr. M. Khairul Hossain  
Chairman.